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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
	:	
DELPHI CORPORATION, et al.,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
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JOINT STIPULATION AND AGREED ORDER COMPROMISING
AND ALLOWING PROOF OF CLAIM NUMBER 7837
(AMROC INVESTMENTS LLC AS ASSIGNEE OF DERINGER MFG. CO., INC.)

Delphi Corporation and certain of its subsidiaries and affiliates, including Delphi Mechatronic Systems Inc. ("Mechatronic"), debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), and Amroc Investments LLC ("Amroc") as assignee of Deringer Mnf. Co., Inc. ("Deringer") respectfully submit this Joint Stipulation And Agreed Order Compromising And Allowing Proof Of Claim Number 7837 (Amroc Investments LLC As Assignee Of Deringer Mnf. Co., Inc.) (the "Joint Stipulation") and agree and state as follows:

WHEREAS, on October 8, 2005 (the "Petition Date"), the Debtors filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended, in the United States Bankruptcy Court for the Southern District of New York.

WHEREAS, on June 12, 2006, Amroc filed proof of claim number 7837 against Mechatronic, which asserts an unsecured non-priority claim in the amount of \$152,445.85 (the "Claim") stemming from the sale of goods.

WHEREAS, on August 24, 2007, the Debtors objected to the Claim pursuant to the Debtors' Twentieth Omnibus Objection Pursuant To 11 U.S.C. Section 502(b) And Fed. R. Bankr. P. 3007 To Certain (A) Duplicate And Amended Claims, (B) Insufficiently Documented Claims, (C) Claims Not Reflected On Debtors' Books And Records, (D) Untimely Claim, And (E) Claims Subject To Modification, Tax Claims Subject To Modification, Modified Claims Asserting Reclamation, Consensually Modified And Reduced Tort Claims, And Lift Stay Procedures Claims Subject To Modification (Docket No. 9151) (the "Twentieth Omnibus Claims Objection").

WHEREAS, Deringer's response to the Twentieth Omnibus Claims Objection

(the "Response") was received by counsel for the Debtors, but such Response was not, as of the date of this Joint Stipulation, docketed in the Debtors' chapter 11 cases.

WHEREAS, pursuant to this Joint Stipulation, Mechatronic acknowledges and agrees that the Claim shall be allowed against Mechatronic in the amount of \$152,122.24.

WHEREAS, Amroc acknowledges that it has been given the opportunity to consult with counsel before executing this Joint Stipulation and is executing this Joint Stipulation without duress or coercion and without reliance on any representations, warranties, or commitments other than those representations, warranties, and commitments set forth in this Joint Stipulation.

WHEREAS, Mechatronic is authorized to enter into this Joint Stipulation either because the Claim involves ordinary course controversies or pursuant to that certain Amended And Restated Order Under 11 U.S.C. §§ 363, 502, And 503 And Fed. R. Bankr. P. 9019(b) Authorizing Debtors To Compromise Or Settle Certain Classes Of Controversy And Allow Claims Without Further Court Approval (Docket No. 8401) entered by this Court on June 26, 2007.

THEREFORE, the Debtors and Amroc stipulate and agree as follows:

1. The Claim shall be allowed in the amount of \$152,122.24 and shall be treated as an allowed general unsecured non-priority claim against the estate of Mechatronic.
2. Allowance of the Claim is in full satisfaction of the Claim and Amroc and Deringer, each on its behalf and on behalf of each of its own predecessors, successors, assigns, parents, subsidiaries, and affiliated companies, and each of their former, current, and future officers, directors, owners, employees, and other agents (the "Releasing Parties"), hereby waive any and all rights to assert, against any and all of the Debtors, that the Claim is anything but a

prepetition general unsecured non-priority claim against Mechatronic. The Releasing Parties further release and waive any right to assert any other claim, cause of action, demand, lien, or liability of every kind and nature whatsoever, including those arising under contract, statute, or common law, whether or not known or suspected at this time, which relate to the Claim or which the Releasing Parties have, ever had, or hereafter shall have against the Debtors based upon, arising out of, related to, or by reason of any event, cause, thing, act, statement, or omission occurring before the Petition Date.

3. Deringer's Response to the Twentieth Omnibus Claims Objection shall be deemed withdrawn with prejudice.

So Ordered in New York, New York, this 3rd day of October, 2008

/s/Robert D. Drain

UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND
APPROVED FOR ENTRY:

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Amroc Investments LLC As Assignee Of
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/s/Lee Trimble

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